

DEXCOM INC
Form 4
March 11, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VALDES JORGE A

(Last) (First) (Middle)
6340 SEQUENCE DRIVE
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEXCOM INC [DXCM]

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CTO

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/08/2015 | | A | | 45,000 (1) A \$ 0.001 163,748 (2) | D | |
| Common Stock | 03/08/2015 | | J | | 11,937 (3) D \$ 59.59 151,811 (2) | D | |
| Common Stock | 03/08/2015 | | J | | 23,667 (3) D \$ 59.59 128,144 (2) | D | |
| Common Stock | 03/09/2015 | | M | | 8,244 A \$ 13.45 136,388 | D | |
| Common Stock | 03/09/2015 | | S | | 8,244 (4) D \$ 58.7735 128,144 (2) | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|----------------------|---------|---|-----------------|
| Common Stock | 03/08/2015 | J | 11,937 (3) | A | \$ 59.59 | 85,620 | I | by Trust (6) |
| Common Stock | 03/08/2015 | J | 23,667 (3) | A | \$ 59.59 | 109,287 | I | by Trust (6) |
| Common Stock | 03/09/2015 | S | 5,712 | D | \$ 59.2446 (7) | 103,575 | I | by Trust (6) |
| Common Stock | 03/09/2015 | S | 926 (4) | D | \$ 59.87 | 102,649 | I | by Trust (6) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 13.45 | 03/09/2015 | | M | 8,244 | 11/01/2006 11/01/2015 | Common Stock | 8,244 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VALDES JORGE A 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121 | | | CTO | |

Signatures

By: Jess Roper For: Jorge A.
Valdes

03/11/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents a grant of restricted stock units that are exempt from Section 16 b-3 and are subject to vesting over a 36 month period from the date of grant as follows: 1/3 shall vest 12 months from the Grant Date, and the remaining balance shall vest in four equal installments over the following 24 months. Share units represent a contingent right to receive one share of DexCom, Inc. common stock.

(1) Included in this number are 128,144 unvested restricted stock units, 45,000 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 47,333 of which were granted on March 8, 2014 and shall vest through March 8, 2017, and 35,811 of which were granted on March 11, 2013 and shall vest through March 11, 2016.

(2) Shares were transferred from direct ownership to ownership under the Valdes-Lopez-Calleja Family Trust upon vesting of previously awarded restricted stock units.

(3) On November 10, 2014, Mr. Valdes adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Valdes. The shares set forth above were sold pursuant to the 10b5-1 Plan.

This transaction was executed in multiple trades at prices ranging from \$58.45 to \$59.25. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(4) Shares are held by the Valdes-Lopez-Calleja Family Trust U/A/D 05/18/2011, with respect to which the reporting person is a trustee.

This transaction was executed in multiple trades at prices ranging from \$59.23 to \$59.25. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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